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DEPARTMENT OF ENERGY
Federal Energy Regulatory Commission
[Project Nos. 5-094, 1869-056, 2188-216, and 2301-038]

PPL Montana, LLC
NorthWestern Corporation;

Notice of Application for Transfer of Licenses and Soliciting Comments and Motions to Intervene

On January 10, 2014, PPL Montana, LLC (transferor) and NorthWestern Corporation (transferee) filed an application for transfer of licenses for the following projects.

Project Number	Project Name	Location
P-5-094	Kerr Project	Flathead River and Flathead Creek, Flathead Lake County, MT
P-1869-056	Thompson Falls Project	Clark Fork Columbia River, Sanders County, MT
P-2188-216	Missouri-Madison Project	Missouri and Madison Rives, Cascade, Madison, Gallatin, Lewis, and Clark counties, MT
P-2301-038	Mystic Lake Hydroelectric Project	West Rosebud Creek, Stillwater and Carbon counties, MT

The transferor and transferee seek Commission approval to transfer the licenses for the above mentioned projects from the transferor to the transferee.

Applicant Contacts: For Transferor: Mr. David B. Kinnard, Associate General Counsel, PPL Montana LLC, 303 North Broadway, Suite 400, Billings, MT 59101, Phone: (406) 237-6903, Email: dbkinnard@pplweb.com. Mr. Jesse A. Dillon and Mr. Robert G. Grassi, PPL Services Corporation, Two North Ninth Street, Allentown, PA 18101, Phone: (610) 774-5013, Fax: (610) 774-6726, Email: jadillon@pplweb.com. Mr. David R. Poe, Bracewell & Giuliani LLP, 2000 K Street, NW, Suite 500, Washington, DC. 20006, Phone: (202) 828-5800, Fax: (800) 404-3970, Email: david.poe@bgllp.com. For Transferee: Mr. M. Andrew McLain, Corporate Counsel &

FERC Compliance Officer, NorthWestern Energy, 208 N. Montana Ave., Suite 205, Helena, MT 59601, Phone: (406) 443-8987, Email: andrew.mclain@northwestern.com. Mr. William B. Conway Jr. and Gerald L. Richman, Skadden, Arps, Slate, Meagher & Flom LLP, 1440 New York Avenue, N.W., Washington, DC 20005, Phone: (202) 371-7135, Fax: (202) 661-0535, Emails: william.conway@skadden.com and gerald.richman@skadden.com.

FERC Contact: Patricia W. Gillis, (202) 502-8735.

Deadline for filing comments and motions to intervene: 30 days from the issuance date of this notice, by the Commission. The Commission strongly encourages electronic filing. Please file motions to intervene and comments using the Commission's eFiling system at <http://www.ferc.gov/docs-filing/efiling.asp>. Commenters can submit brief comments up to 6,000 characters, without prior registration, using the eComment system at <http://www.ferc.gov/docs-filing/ecomment.asp>. You must include your name and contact information at the end of your comments. For assistance, please contact FERC Online Support at FERCOnlineSupport@ferc.gov, (866) 208-3676 (toll free), or (202) 502-8659 (TTY). In lieu of electronic filing, please send a paper copy to: Secretary, Federal Energy Regulatory Commission, 888 First Street, NE, Washington, DC 20426. The first page of any filing should include docket number P-5-094, P-1869-056, P-2188-216, or P-2301-038.

Dated: February 3, 2014.

Kimberly D. Bose,
Secretary.